

JAN 19 '10 -3 00 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

January 19, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract C-7834

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee. Giles Chemical Industries, Inc.  
PO Box 370  
Waynesville, NC 28786-0370]

Section Chief  
January 19, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

48 railcars: SHPX 432118 - SHPX 432165.

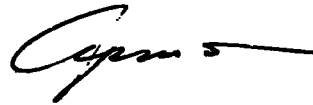
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Giles Chemical Industries, Inc., a North Carolina Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.



## Schedule A

### Equipment

**Giles Chemical Industries, Inc.**

Contract C-7834 *add 2/2/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432118
	Hopper	SHPX	432119
	Hopper	SHPX	432120
	Hopper	SHPX	432121
	Hopper	SHPX	432122
	Hopper	SHPX	432123
	Hopper	SHPX	432124
	Hopper	SHPX	432125
	Hopper	SHPX	432126
	Hopper	SHPX	432127
	Hopper	SHPX	432128
	Hopper	SHPX	432129
	Hopper	SHPX	432130
	Hopper	SHPX	432131
	Hopper	SHPX	432132
	Hopper	SHPX	432133
	Hopper	SHPX	432134
	Hopper	SHPX	432135
	Hopper	SHPX	432136
	Hopper	SHPX	432137
	Hopper	SHPX	432138
	Hopper	SHPX	432139
	Hopper	SHPX	432140
	Hopper	SHPX	432141
	Hopper	SHPX	432142
	Hopper	SHPX	432143
	Hopper	SHPX	432144
	Hopper	SHPX	432145
	Hopper	SHPX	432146
	Hopper	SHPX	432147
	Hopper	SHPX	432148
	Hopper	SHPX	432149
	Hopper	SHPX	432150
	Hopper	SHPX	432151

## Schedule A

### Equipment

**Giles Chemical Industries, Inc.**

**Contract C-7834**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432152
	Hopper	SHPX	432153
	Hopper	SHPX	432154
	Hopper	SHPX	432155
	Hopper	SHPX	432156
	Hopper	SHPX	432157
	Hopper	SHPX	432158
	Hopper	SHPX	432159
	Hopper	SHPX	432160
	Hopper	SHPX	432161
	Hopper	SHPX	432162
	Hopper	SHPX	432163
	Hopper	SHPX	432164
	Hopper	SHPX	432165

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

1/19/2010



Robert W Alvord